

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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| In re: |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al. |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| Debtors. |) | Re: Docket No. ____ |
| |) | Agenda Item No. ____ |

ORDER AUTHORIZING SETTLEMENT OF CLAIM NO. 9563

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for Entry of an Order Authorizing Settlement of Claim No. 9563 Pursuant to Fed. R. Bankr. P. 9019 (the "Motion") filed by the Debtors; the Court having reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was adequate under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Settlement, a copy of which is attached to the Motion as Exhibit A, is approved.
3. The Debtors shall be, and hereby are, authorized to enter into the Settlement, and are authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the Settlement and perform any and all obligations contemplated therein.
4. This Court shall retain jurisdiction to interpret, implement, and enforce the provisions of this Order subject to the provisions of the Settlement.

Dated: _____, 2006

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge